

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
W.R. GRACE & CO., et al.,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	<b>Objection Deadline: 10/25/2011</b>
	)	<b>Hearing Date: Scheduled if Necessary</b>

**COVER SHEET  
SIXTY-SECOND MONTHLY INTERIM APPLICATION  
OF PHILLIPS, GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO  
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD OF JULY 1, 2009 TO JULY 31, 2009**

Name of Applicant:	Phillips, Goldman & Spence, P.A. ("PG&S")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention	PG&S Retention Order entered September 27, 2004
Period for which Compensation is Sought:	July 1, 2009 through July 31, 2009
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$22,770.00
80% of Fees to be Paid:	\$18,216.00
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$819.58
Total Fees @ 80% and Expenses:	\$19,035.58
This is an:	<input checked="" type="checkbox"/> interim <input type="checkbox"/> monthly <input type="checkbox"/> final application

The total time expended for fee application preparation during this time period was 0 hours and the corresponding fees were \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

### PREVIOUS APPLICATIONS

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 <sup>st</sup> Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 <sup>st</sup> Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 <sup>nd</sup> Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,095.20	\$523.80	\$2,948.07
3 <sup>rd</sup> Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,488.00	\$622.00	\$2,938.36
4 <sup>th</sup> Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,107.20	\$1,026.80	\$4,526.84
2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863.00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.60	\$2,187.60
5 <sup>th</sup> Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12.21.04 Dkt No. 7278	\$5,018.40	\$1,254.60	\$5,600.51
6 <sup>th</sup> Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,702.40	\$1,425.60	\$5,951.95
7 <sup>th</sup> Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,796.00	\$1,449.00	\$5,982.54
3 <sup>rd</sup> Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783	\$20,646.00	\$1,018.20	Filed 6.14.05 Dkt No. 8613	N/A	\$4,129.20	\$4,129.20

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
8 <sup>th</sup> Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918	\$9,247.00	\$2,039.47	Filed 3.29.05 Dkt No. 8135	\$7,397.60	\$1,850.00	\$9,437.07
9 <sup>th</sup> Monthly Application 2.2.05-2.28.058 Filed 4.8.05 Dkt No. 8191	\$3,373.00	\$164.44	Filed 4.26.05 Dkt No. 8284	\$2,862.84	\$674.60	\$2,862.84
10 <sup>th</sup> Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285	\$4,127.50	\$461.38	Filed 6.6.05 Dkt No. 8553	\$3,763.38	825.00	\$3,763.38
4 <sup>th</sup> Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303	\$16,747.50	\$2,665.29	Filed 9.14.05 Dkt No. 9418	N/A	\$3349.49	\$3349.49
11 <sup>th</sup> Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554	\$4,910.00	\$195.51	Filed 7.26.05 Dkt No. 9094	\$3,928.00	\$982.00	\$4,123.51
12 <sup>th</sup> Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686	\$3,596.00	\$309.93	Filed 7.20.05 Dkt No. 9029	\$2,876.80	\$719.20	\$3,186.73
13 <sup>th</sup> Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No. 9095	\$5,395.00	1,093.35	Filed 8.31.05 Dkt No. 9288	\$4,316.00	\$1,079.00	5,409.35
5 <sup>th</sup> Quarterly Application Filed 7.27.05 Dkt No. 9096	\$13,901.00	\$1,598.79	Filed 12.5.05 Dkt No. 11250	N/A	\$2,780.20	\$2,780.20
14 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11474	\$13,174.50	\$212.31	Filed 1.30.06 Dkt No. 11643	\$10,539.60	\$2,634.90	\$10,751.91
15 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11475	\$6,226.00	\$113.00	Filed 1.30.06 Dkt No. 11644	\$4,980.80	\$1,245.20	\$5,093.80
16 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11476	\$6,258.00	\$95.26	Filed 1.30.06 Dkt No. 11645	\$5,006.4	\$1,251.60	\$5,101.66
6 <sup>th</sup> Quarterly Application Filed 1.3.06 Dkt No. 11477	\$25,658.50	\$420.57	Filed 3.21.06 Dkt No. 12097	N/A	\$5,131.70	\$5,131.70
17 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11478	\$10,201.00	\$9.11	Filed 1.30.06 Dkt No. 11646	\$8,160.80	\$2,040.20	\$8,169.91

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
18 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11479	\$5,406.50	\$10.88	Filed 1.30.06 Dkt No. 11647	\$4,325.20	\$1,302.90	\$4,336.08
19 <sup>th</sup> Monthly Application Filed 2.6.06 Dkt No. 11722	\$7,533.00	\$133.39	Filed 3.1.06 Dkt No. 11918	\$6,026.40	\$1,506.60	\$6,159.79
7 <sup>th</sup> Quarterly Application Filed 2.10.06 Dkt No. 11746	\$23,140.50	\$153.38	Filed 3.21.06 Dkt No. 12098	N/A	\$4,849.70	\$4,849.70
20 <sup>th</sup> Monthly Application Filed 2.27.06 Dkt No. 11910	\$8,479.50	\$371.71	Filed 4.28.06 Dkt No. 12332	\$6,783.60	\$1,695.90	\$7,155.31
21 <sup>st</sup> Monthly Application Filed 3.23.06 Dkt No. 12109	\$6,008.50	\$469.08	Filed 4.28.06 Dkt No. 12333	\$4,806.80	\$1,201.70	\$5,275.88
22 <sup>nd</sup> Monthly Application Filed 4/28/06 Dkt No. 12334	\$5,694.00	\$580.22	Filed 12555 Dkt No. 5/31/06	\$4,555.20	\$1,138.80	\$5,135.42
8 <sup>th</sup> Quarterly Application Filed 5/31/06 Dkt No. 12556	\$20,182.00	\$1,421.01	Filed 9/11/06 Dkt No. 13188	N/A	\$4,036.40	4,036.40
23 <sup>rd</sup> Monthly Application Filed 8.23.26 Dkt No. 13042	\$5,289.50	\$1,080.15	Filed 9/20/06 Dkt No. 13270	\$4,231.60	\$1,057.90	\$5,311.75
24 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13043	\$4,235.00	\$2,740.09	Filed 9/20/06 Dkt No. 13271	\$3,338.00	\$847.00	\$6,128.09
25 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13044	\$3,753.50	\$564.12	Filed 9/20/06 Dkt No. 13272	\$3,002.80	\$750.70	\$3,566.92
9 <sup>th</sup> Quarterly Application Filed 8.29.06 Dkt No. 13078	\$13,278.00	\$4,384.36	Filed 12.7.06 Dkt No. 13941	N/A	\$2,655.60	\$2,655.60
26 <sup>th</sup> Monthly Application Filed 8/29/06 Dkt No. 13079	\$7,094.50	\$62.04	Filed 9.20.06 Dkt No. 13273	\$5,675.60	\$1,418.90	\$5,737.64
27 <sup>th</sup> Monthly Application Filed 10.2.06 Dkt No. 13333	\$11,850.50	\$270.91	Filed 10.30.06 Dkt No. 13517	\$9,480.40	\$2,370.10	\$9,751.31
28 <sup>th</sup> Monthly Application Filed 10.30.06 Dkt No. 13518	\$11,649.00	\$1,264.75	Filed 11.27.06 Dkt No. 13786	\$9,319.20	\$2,329.80	\$10,583.95
10 <sup>th</sup> Quarterly Application Filed 11.9.06 Dkt No. 13611	\$30,594.00	\$1,597.70	Filed 12.7.06 Dkt No. 13942	N/A	\$6,118.80	\$6,118.80

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29 <sup>th</sup> Monthly Application Filed 11.27.06 Dkt No. 13787	\$7,261.00	\$358.99	Filed 12.20.06 Dkt No. 14081	\$5,808.80	\$1,452.20	6,167.79
30 <sup>th</sup> Monthly Application Filed 12.20.006 Dkt No. 14082	\$8,944.50	\$97.57	Filed 1.30.07 Dkt No. 14424	\$7,155.60	\$1788.90	\$7,253.17
31 <sup>st</sup> Monthly Application Filed 2.5.07 Dkt No. 14485	\$17,130.50	\$857.47	Filed 3.5.07 Dkt No. 14747	\$13,704.40	\$3,426.10	\$14,561.87
11 <sup>th</sup> Quarterly Application Filed 2.7.07 Dkt No. 14511	\$33,336.00	\$1,314.03	Filed 16017 Dkt. No. 6.12.07	N/A	\$6,667.20	\$6,667.20
32 <sup>nd</sup> Monthly Application Filed 3.14.07 Dkt No. 14859	\$14,348.50	\$56.44	Filed 4.19.07 Dkt. No. 15244	\$11,478.80	\$2,869.70	\$11,535.24
33 <sup>rd</sup> Monthly Application Filed 4.19.07 Dkt No. 15247	\$8,698.00	\$216.20	Filed 5.10.07 Dkt. No. 15632	\$6,958.40	\$1,739.60	\$7,174.60
34 <sup>th</sup> Monthly Application Filed 4.27.07 Dkt No. 15415	\$14,039.00	\$755.74	Filed 5.30.07 Dkt No. 15897	\$11,231.20	\$2,807.80	\$11,986.94
12 <sup>th</sup> Quarterly Application Filed 5/10/07 Dkt No. 15631	\$37,085.50	\$1,028.38	Filed 9/11/07 Dkt No. 16697	N/A	\$7,417.10	\$7,417.10
35 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 15898	\$21,025.50	\$747.92	Filed 6/25/07 Dkt No. 16151	\$16,820.40	\$4,205.10	\$17,568.32
36 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 16152	\$16,554.00	\$1,137.01	Filed 9/11/07 Dkt No. 16798	\$13,243.20	\$3,310.80	\$14,380.21
37 <sup>th</sup> Monthly Application Filed 11.7.07 Dkt No. 17313	\$17,017.00	\$742.33	Filed 12.3.07 Dkt No. 17507	\$13,613.60	\$3,403.40	\$14,355.93
13 <sup>th</sup> Quarterly Application Filed 11.8.07 Dkt No. 17315	\$54,596.50	\$2,627.26	Filed 12.3.07 Dkt No. 17508	N/A	\$10,919.30	\$10,919.30
38 <sup>th</sup> Monthly Application Filed 11.9.07 Dkt No. 17318	\$17,802.00	\$99.66	Filed 12.3.07 Dkt No. 17509	\$14,241.60	\$3,560.40	\$14,341.26
39 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17510	\$9,061.00	\$905.60	Filed 12.27.07 Dkt No. 17711	\$7,248.80	\$1,812.20	\$8,154.40

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40 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17511	\$13,241.50	\$1,202.40	Filed 12.6.07 Dkt No. 17706	\$10,593.20	\$2,648.30	\$11,795.60
14 <sup>th</sup> Quarterly Application Filed 12.3.07 Dkt No. 17512	\$40,104.50	2,207.66	Filed 3.3.08 Dkt No. 18184	N/A	\$8020.90	\$8,020.90
41 <sup>st</sup> Monthly Application Filed 12.3.07 Dkt No. 17513	\$9,331.50	\$67.00	Filed 12.26.07 Dkt No. 17707	\$7,465.20	\$1,866.30	\$7,532.20
42 <sup>nd</sup> Monthly Application Filed 12.17.07 Dkt No. 17646	\$9,544.00	\$1,019.68	Filed 1.23.08 Dkt No. 17871	\$7,635.20	\$1908.80	\$8,654.88
43 <sup>rd</sup> Monthly Application Filed 1.29.08 Dkt No. 19724	\$21,040.00	\$1,169.65	Filed 3.3.08 Dkt No. 18183	\$16,832.00	\$4,208.00	\$18,001.65
15 <sup>th</sup> Quarterly Application Filed 2.11.08 Dkt No. 18019	\$39,915.50	\$2,256.33	Filed 6.9.08 Dkt No. 18886	N/A	\$7,983.10	\$7,983.10
44 <sup>th</sup> Monthly Application Filed 3.14.08 Dkt No. 18292	\$29,925.00	\$236.90	Filed 4.24.08 Dkt No. 18606	\$23,940.00	\$5,985.00	\$24,176.90
45 <sup>th</sup> Monthly Application Filed 3.27.08 Dkt No. 18393	\$8,083.00	\$219.58	Filed 4.24.08 Dkt No. 18607	\$6,466.40	\$1,616.60	\$6,685.98
46 <sup>th</sup> Monthly Application Filed 4.25.08 Dkt No. 18609	\$22,230.00	\$1,839.62	Filed 5.19.08 Dkt No. 18737	\$17,784.00	\$4,446.00	\$19,623.62
16 <sup>th</sup> Quarterly Application Filed 5.19.08 Dkt No. 18738	\$60,238.00	\$2,296.10	Filed 6.9.08 Dkt No. 18886	N/A	\$12,047.60	\$12,047.60
47 <sup>th</sup> Monthly Application Filed 6.10.08 Dkt No. 18904	\$15,968.00	\$1,087.27	Filed 7.1.08 Dkt No. 19027	\$12,774.40	\$3,193.60	\$13,861.67
48 <sup>th</sup> Monthly Application Filed 7.1.08 Dkt No. 19028	\$7,235.00	\$118.33	Filed 7.28.08 Dkt No. 19167	\$5,788.00	\$1,447.00	\$5,906.33
49 <sup>th</sup> Monthly Application Filed 7.31.08 Dkt No. 19207	\$10,658.00	\$1,093.15	Filed 8.27.08 Dkt No. 19384	\$8,526.40	\$2,131.60	\$9,619.55
17 <sup>th</sup> Quarterly Application Filed 8.5.08 Dkt No. 19235	\$33,861.00	\$4,594.85	Filed 12.10.08 Dkt No. 20238	N/A	\$6,772.20	\$6,772.20

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50 <sup>th</sup> Monthly Application Filed 8.27.08 Dkt No. 19385	\$9,720.00	\$826.54	Filed 9.19.08 Dkt No. 19573	\$7,776.00	\$1,944.00	\$8,602.54
51 <sup>st</sup> Monthly Application Filed 11.17.08 Dkt No. 20048	\$6,864.00	\$1,017.41	Filed 12.10.08 Dkt No. 20239	\$5,491.20	\$1,372.8	\$6,508.61
52 <sup>nd</sup> Monthly Application Filed 11.17.08 Dkt No. 20049	\$10,739.00	\$822.12	Filed 1.7.09 Dkt No. 20500	\$8,591.20	\$2,147.80	\$9413.32
18 <sup>th</sup> Quarterly Application Filed 11.26.08 Dkt No. 20148	\$27,323.00	\$2,666.07	Filed 3.20.09 Dkt No. 21056	N/A	\$5,464.60	\$5,464.60
53 <sup>rd</sup> Monthly Application Filed 12.1.08 Dkt. No. 20161	\$15,150.00	\$81.25	Filed 1.5.08 Dkt No. 20415	\$12,120.00	\$3,030.00	\$12,201.25
54 <sup>th</sup> Monthly Application Filed 1.12.09 Dkt No. 20501	\$9,633.00	\$98.53	Filed 2.25.09 Dkt No. 20837	\$7,706.40	\$1,926.60	\$7,804.93
55 <sup>th</sup> Monthly Application Filed 2.25.09 Dkt No. 20838	\$9,620.00	\$1,429.03	Filed 3.20.09 Dkt No. 21057	\$7,696.00	\$1,924.00	\$9,125.02
19 <sup>th</sup> Quarterly Application Filed 20884 Dkt No. 3.3.09	\$34,403.00	\$1,608.81	Filed 6.15.09 Dkt No. 22090	N/A	\$6,880.60	\$6,880.60
56 <sup>th</sup> Monthly Application Filed 2.25.09 Dkt No. 20839	\$17,324.00	\$1,776.56	Filed 21058 Dkt No. 3.20.09	\$13,859.20	\$3,464.80	\$15,635.76
57 <sup>th</sup> Monthly Application Filed 5.13.09 Dkt No. 21653	\$17,780.50	\$246.50	Filed 6.4.09 Dkt No. 21988	\$14,224.40	\$3,556.10	\$14,470.90
58 <sup>th</sup> Monthly Application Filed 5.13.09 Dkt No. 21654	\$21,595.00	\$741.49	Filed 6.4.09 Dkt No. 21999	\$17,276.00	\$4,319.00	\$18,017.49
20 <sup>th</sup> Quarterly Application Filed 5.19.09 Dkt No. 21743	\$56,699.50	\$2,764.55	Filed Dkt No.	N/A	\$11,339.90	\$11,339.90
59 <sup>th</sup> Monthly Application Filed 6.2.09 Dkt No. 21947	\$15,070.00	\$416.97	Filed 6.24.09 Dkt No. 22232	\$12,056.00	\$3,014.00	\$12,472.97
60 <sup>th</sup> Monthly Application Filed 6.24.009 Dkt. No. 22233	\$27,350.00	\$229.47	Filed 8.5.09 Dkt No. 22704	\$21,880.00	\$5,170.00	\$22,109.47

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
61 <sup>ST</sup> Monthly Application Filed 1/11/2010 Dkt. No. 24137	\$15,040.00	\$1,771.89	Filed 2.23.2010 Dkt. No. 24139	\$12,032.00	\$3008.00	\$13,803.89
21 <sup>st</sup> Quarterly Application Filed 1.12.2010 Dkt. No. 24142	\$42,390.00	\$2,418.33	Filed 3.10.2010 Dkt. No. 24431		\$11,192.00	\$11,192.00

**CURRENT COMPENSATION SUMMARY****JULY 1, 2009 THROUGH JULY 31, 2009**

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
John C. Phillips, Jr.	Director/17 years/1974/litigation/bankruptcy	\$425	51.00	\$21,675.00
Celeste A. Hartman	Sr. Paralegal/12 years/23 years prior experience	\$150	7.30	\$1,095.00
Grand Total			58.30	\$22,770.00
Blended Rate:				\$390.57

**COMPENSATION BY PROJECT CATEGORY**

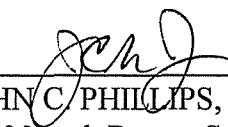
Project Category	Total Hours	Total Fees
Case Administration	1.10	\$165.00
Fee/Employment Applications	4.60	\$855.00
Litigation	15.30	\$6,200.00
Plan and Disclosure Statement	36.60	\$15,252.50
Claims Administration and Objections	0.70	\$297.50
Total	58.30	\$22,770.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider</b>	<b>Total Expenses</b>
Photocopies (@ 10¢ per page)	N/A	\$ .40
Facsimile (\$1 per page outgoing only)	N/A	\$3.00
Court Call Reimbursement	John C. Phillips, Jr.	\$465.00
On-line Docket Research	Pacer, Inc.	\$ .56
Service/Copy/Mail	Parcels, Inc.	\$279.76
Overnight Courier	Federal Express	\$70.86
<b>Total</b>		<b>\$819.58</b>

The FCR was appointed effective May 24, 2004. Since his appointment, the FCR and his professionals have focused on events occurring in these cases over the previous four years, on protecting the rights of the future claimants with respect to actions taken by the Debtors, the Committees and other parties in interest, claims estimation and plan of reorganization.

PHILLIPS, GOLDMAN & SPENCE, P.A.




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JOHN C PHILLIPS, JR., ESQUIRE (#110)  
 1200 North Broom Street  
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 (302) 655-4200  
 (302) 655-4210  
 Local Counsel to David T. Austern, as Future  
 Claimants' Representative

Date: October 4, 2011